

Vernon A. Williams, Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 22871-A FILED
SEP 27 '00 3-02 PM
SURFACE TRANSPORTATION BOARD

Dear Secretary:

We previously obtained a lien and security interest on the locomotives, cars and the other rolling stock (the "Railroad Cars") of the Debtor (as described below) described on Exhibit "A" hereto pursuant to a Security Agreement, a primary document, dated as of January 17, 2000. The names and addresses of the parties to the document are as follows:

Debtor: Willard Feed & Grain, Inc., a Texas corporation
Rout 2, Box 41
Celina, Texas 75009

Secured Party: Bank of America, National Association, as collateral agent
901 Main Street, 11th Floor
Dallas, Texas 75201

Our lien and security interest were recorded with the Surface Transportation Board on April 3, 2000 under recordation number 22871.

The purpose of this letter is to notify you that we hereby terminate our lien and security interest in the Railroad Cars described, and **only the Railroad Cars, described on Exhibit "A" hereto.** Any and all liens and security interests in any other Railroad Cars of the Debtor shall remain in full force and effect.

Should you have any questions, please do not hesitate to contact Roger Chitwood (214/209-2833) or our attorney, David Buckner, (214/855-4344).

Very truly yours,

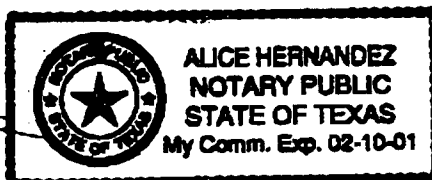
BANK OF AMERICA, NATIONAL
ASSOCIATION

By: Roger E. Chitwood
Name: Roger E. Chitwood
Title: Senior Vice President

State of Texas
County of Dallas

This Instrument was acknowledged
before me on September 27, 2000
by Roger E. Chitwood, Senior Vice President
of Bank of America, N.A.

Alice Hernandez
Notary Public, State of Texas



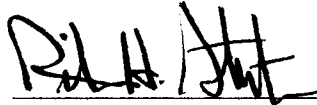
DALLAS 604011v1 44728-00001

EXHIBIT "A"

WGFX	316	WGFX	71660
WGFX	318	WGFX	71664
WGFX	319	WGFX	71701
WGFX	320	WGFX	71770
WGFX	321	WGFX	71788
WGFX	1001	WGFX	71806
WGFX	1002	WGFX	71830
WGFX	1004	WGFX	71837
WGFX	1005	WGFX	71983
WGFX	1006	WGFX	73001
WGFX	1007	WGFX	73148
WGFX	1008	WGFX	73333
WGFX	1010		
WGFX	1011		
WGFX	1012		
WGFX	1014		
WGFX	1015		
WGFX	1016		
WGFX	20800		
WGFX	20801		
WGFX	20802		
WGFX	20804		
WGFX	20805		
WGFX	20806		
WGFX	20807		
WGFX	20808		
WGFX	20809		
WGFX	20810		
WGFX	20811		
WGFX	23301		
WGFX	23844		
WGFX	71125		
WGFX	71245		
WGFX	71306		
WGFX	71332		
WGFX	71339		
WGFX	71577		
WGFX	71631		
WGFX	71641		
WGFX	71654		

Certification

I, Richard H. Streeter, have compared this copy to the original Lease Termination Instrument dated as of September 6, 2000 (and notarized on September 27, 2000) and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'R.H. Streeter', written over a horizontal line.

Richard H. Streeter
September 27, 2000